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SECURITIES AND

Washington, D.C. 20549

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FORM TA-W

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NOTICE OF WITHDRAWAL FROM REGISTRATION

AS TRANSFER AGENT

Pursuant To Section 17A of the Securities Exchange Act of 1934

Read all instructions on reverse side before preparing form. Please print or type.

- Transfer Agent File No.: 2. Full name of registrant: Northwestern Corporation
- Name under which transfer agent activities are conducted, if different from above:
- Address of registrants principal place of business: No. and street City State Zip Code
- Furnish registrants reasons for ceasing the performance of transfer agent functions or for otherwise requesting withdrawal of its registration.
- Furnish the last date registrant performed transfer agent functions as defined by Section 3(a)(25) of the Act for any security, including debt and equity, registered under Section 12 of the Act or which would be required to be registered except for the exemption from registration provided by subsection (g)(2)(B) or (g)(2)(G) of that section.

Does registrant have any intention of performing in the near future a transfer agent function for any such security?
- Is registrant directly or indirectly involved in any legal actions or proceedings or aware of any potential claims (including out of court conditions) against it in connection with its performance of transfer agent functions for any security? If so, furnish complete information with respect to each.
☐ Yes ☒ No
- Are there any unsatisfied judgments or liens against registrant arising out of its performance of transfer agent functions for any security? If so, furnish complete information regarding each judgment or lien.
☐ Yes ☒ No
- For each issue shown on Schedule B of registrants Form TA-I, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of any successor transfer agent(s) and state whether such transfer agent(s) is registered as a transfer agent pursuant to the Act. If there is no successor transfer agent(s), so state.
- For each issue shown on Schedule B of registrants Form TA-I, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of the person(s) who has or will have custody or possession of the books and records which registrant maintained in connection with its performance of transfer agent functions.
- Furnish the address(es), if different from Item 10, where such books and records will be located.
- EXECUTION. The registrant submitting this Form and its attachments and the person executing it represent hereby that it and all materials filed in connection therewith contain a true, correct and complete statement of all required information. Registrant also consents hereby to make the books and records it is required to preserve by Rules 17A d-6 and 7 under the Securities Exchange Act of 1934 (17 CFR 240.17A d-6 and 7) available for examination by authorized representatives of the Securities and Exchange Commission during the period the rules require registrant to preserve such books and records and hereby authorizes the person having custody of such books and records to make them available to such representatives.

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).)

Dated the 17th day of April, 2006
NorthWestern Corporation
 (Name of transfer agent)
Tamra F. Lydic
 (Manual signature of principal officer or duly authorized principal)
Tamra F. Lydic
 (Printed name of principal officer or duly authorized principal)
Assistant Corporate Secretary 605-978-2913
 (Title) (Telephone number)

Persons who potentially are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1669 (7-02))

BB 6/17/2006 ✓

**NorthWestern Corporation
125 S. Dakota Avenue, Sioux Falls, SD 57104**

**Answers to Questions on SEC Form TA-W
(Notice of withdrawal from Registration as Transfer Agent)**

1. 84-1635
2. NorthWestern Corporation
3. N/A
4. 125 S. Dakota Avenue, Sioux Falls, South Dakota 57104
5. Outsourced for economic reasons.
- 6a. April 18, 2002.
- 6b. No intention of performing transfer agent function in the near future.
7. No
8. No

- 9a. Wells Fargo Bank, N.A., 161 North Corcord Exchange, South St. Paul, MN 55075

NOTE: NorthWestern Corporation filed for Chapter 11 bankruptcy protection on September 13, 2003, and emerged from bankruptcy on November 1, 2004. The common stock of NorthWestern Corporation issued prior to November 1, 2004 was cancelled as a result of the bankruptcy proceedings and no longer has any value. The holders of the common stock did not receive any distribution of the new common stock. Wells Fargo continues to hold any records that exist related to that security.

The transfer agent for the Company's new common stock issued on November 1, 2004 is LaSalle Bank, N.A., 135 South LaSalle Street, Suite 1960, Chicago, Illinois 60603.

The preferred stocks for which NorthWestern was transfer agent were retired in the normal course of business.

- 9b. Yes
10. Same as 9a.
11. N/A